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RECORDATION NO. 1425

JUL 6 1979 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

9-187A022

JUL 6 1979

50.00

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***ADMITTED IN DELAWARE

Secretary
Interstate Commerce Commission
Washington, D.C. 20423
ATTN: Ms. Mildred Lee

Re: Recordation of Documents

Dear Ms. Lee:

Pursuant to §11303 of the Interstate Commerce Act and the Commission's rules and regulations thereunder, as amended, I am enclosing for filing and recording two fully executed counterparts of the Assignment of Lease, Management and Trust Agreement. The parties and their addresses are as follows:

Assignor

Maryland Boxcar #1 Joint Venture
c/o Mark Rothman, Esq.
Paley, Rothman, Cooper & Eig
5530 Wisconsin Ave.
Chevy Chase, MD 20015

Assignee

Servico-Omni Joint Venture
1655 Palm Beach Lakes Blvd.
Suite 800
West Palm Beach, FL 33401

Lessee

Hillsdale County Railway Co.
50 Monroe Street
Hillsdale, MI

The equipment covered by the enclosed documents consists of 38 "RB" type bunkerless refrigerator cars bearing the reporting marks of the Hillsdale County Co. st "HCRC" numbered

RECEIVED

OBERMAYER, REBMANN, MAXWELL & HIPPEL

Ms. Mildred Lee

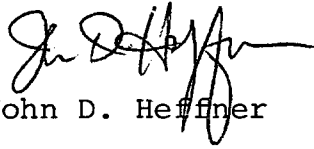
July 5, 1979

Page 2

8000-8002, 8004-8010, 8012-8014, 8016-8023, 8025-8028,
8030-8032, 8040, 8042, 8049-8050, 8052, 8057, 8059-8062.

I will provide you with a check for the filing if
required (see §1116.3(d)) of the regulations. Upon recordation,
please return one copy to me.

Sincerely,

A handwritten signature in dark ink, appearing to read "John D. Heffner", with a stylized, cursive script.

John D. Heffner

JDH:ds
encl.

JUL 6 1979 -11 00 AM

ASSIGNMENT OF LEASE, MANAGEMENT AND TRUST AGREEMENT, dated as of May 12, 1978, by and between MARYLAND BOXCAR #1 JOINT VENTURE (hereinafter "Assignor" or "Lessor") and SERVICOMNI JOINT VENTURE (hereinafter "Assignee"), made this 29th day of June, 1979, effective as of July 1, 1979.

Mark Rothman, acting as agent for the persons set forth on Attachment A annexed hereto, has entered into an agreement of sale dated April 12, 1979 with Omni Railcar Service Corp., providing for the sale to the Assignee of railroad boxcars bearing the identification numbers listed on said Attachment A, and further providing that the Lease, Management and Trust Agreement may also be assigned.

The Hillsdale County Railway Co., Inc. (hereinafter called the "Lessee") has entered into a lease of railroad equipment dated as of May 12, 1978, providing for the leasing by the Lessor to the Lessee of the railroad boxcars shown on Attachment A.

The Assignor, in consideration of the premises and the sum of One Dollar (\$1.00) received by the Assignor from the Assignee and other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns, all of its right, title and interest under said agreement for lease of railroad equipment to the Lessee, including the right to all payments due and to become due thereunder on or after July 1, 1979, and the right either on Assignee's own behalf or in Assignor's name to take all such proceedings, legal, equitable or otherwise, that Assignor might take, save for this Assignment.

Assignor warrants and represents that the lease agreement is genuine and in full force and effect and that Assignor has not assigned or pledged, and hereby covenants that it will not assign or pledge, so long as this instrument of

assignment shall remain in effect, the whole or any part of the rights hereby assigned, to anyone other than Assignee, its successors or assigns.

Assignee warrants, and Lessee by its consent agrees, that as a result of this assignment, Assignor shall have no further obligations under the afore-said Lease, Management and Trust Agreement.

It is further agreed that all of Assignor's right, title and interest assigned hereunder may be reassigned by Assignee and any subsequent Assignee.

Assignee may proceed to file or record this assignment with the Interstate Commerce Commission in Washington, D.C. or take such other steps as Assignee may deem necessary to perfect the rights herein assigned.

This Assignment shall be governed by the laws of the State of Maryland, but the parties shall be entitled to all rights conferred by 49 U.S.C., Sec. 11303.

Dated this 29th day of June, 1979.

MARYLAND BOXCAR #1 JOINT VENTURE

By: [Signature]

SERVICO-OMNI JOINT VENTURE

By: [Signature]

Consented to:

HILLSDALE COUNTY RAILWAY CO., INC.

By: [Signature]
John Marino, President

THIS ASSIGNMENT IS BEING ATTACHED TO THE AFOREMENTIONED LEASE, MANAGEMENT, AND TRUST AGREEMENT FOR THE PURPOSE OF FILING BOTH WITH THE INTERSTATE COMMERCE COMMISSION.

Subscribed and sworn to before me this 29th day of June, 1979 as to Mark Rothman on behalf of Maryland Boxcar #1 Joint Venture and Neil Saltzman on behalf of Servico-Omni Joint Venture.

[Signature]
Notary Public, Montgomery County, Md.

My commission expires: 7/1/82

EXHIBIT A

RB FREIGHT CAR OWNERS

<u>NAME</u>	<u>CAR NUMBER(S)</u>
Harriette Chaitt	HCRC 8050
Margaret Conant	HCRC 8026
Richard Conant	HCRC 8000 HCRC 8019 HCRC 8020
Norman J. Cowen	HCRC 8021 HCRC 8027 HCRC 8057
Joe W. Fleming	HCRC 8049 HCRC 8052
XXXXXXXXXX	HCRC 8000 X
Michael Gelfand	HCRC 8009
Daniel Glick	HCRC 8028 HCRC 8060
Mark Immergut	HCRC 8001 HCRC 8004 HCRC 8006 HCRC 8012 HCRC 8025 HCRC 8030 HCRC 8042 HCRC 8059
Alexander Korn	HCRC 8014 HCRC 8022
Henry Krevor	HCRC 8032 HCRC 8061
Ira Lechner	HCRC 8007 HCRC 8008 HCRC 8018 HCRC 8023 HCRC 8062
Harry C. Lewis	HCRC 8010 HCRC 8017
Jeffrey Malka	HCRC 8013
Helen C. Mulligan	HCRC 8031
Multivest c/o Donald H. Seifman	HCRC 8016
John Permenter	HCRC 8040
John R. Trax	HCRC 8002
Mark B. Winnick	HCRC 8005

N55
mark